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**PART
11 OF 14**

the AMAZING SPIDER-MAN

THINGS LOOK
BLEAK FOR
VENOM™
AND HIS PALS--



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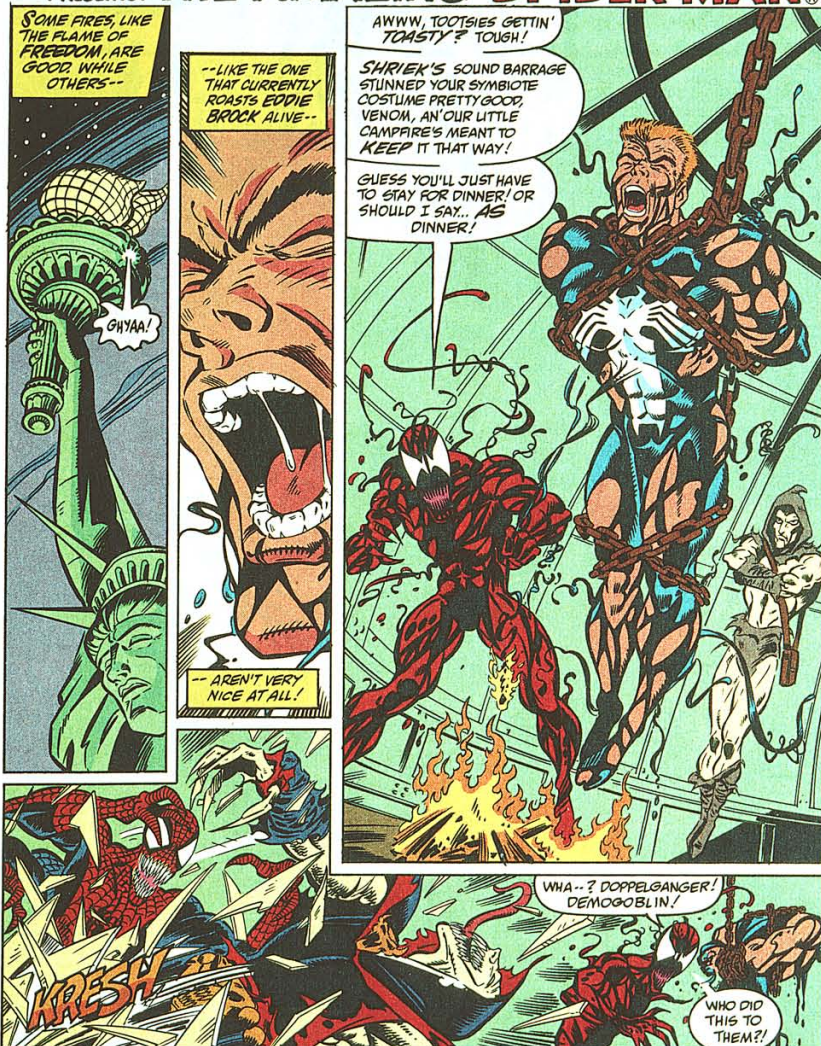
SEPTEMBER 93

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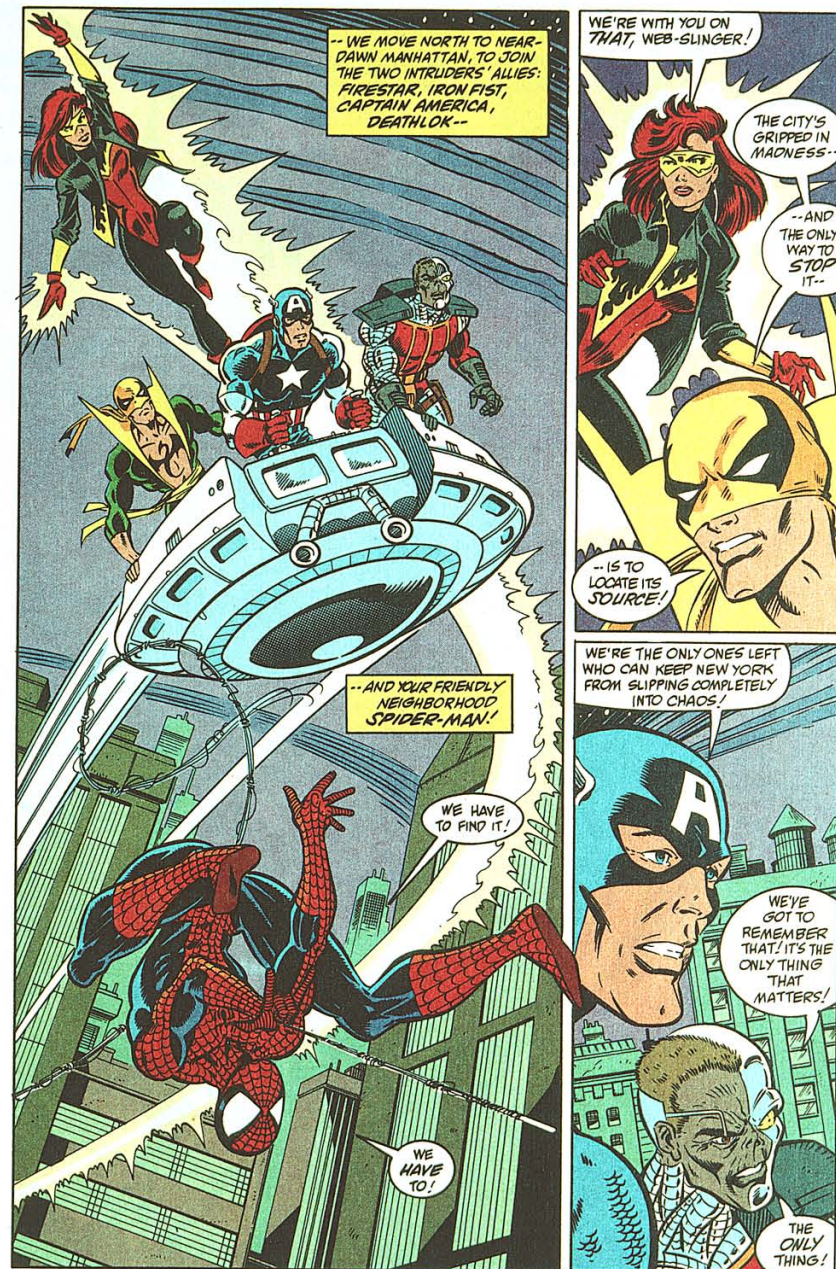
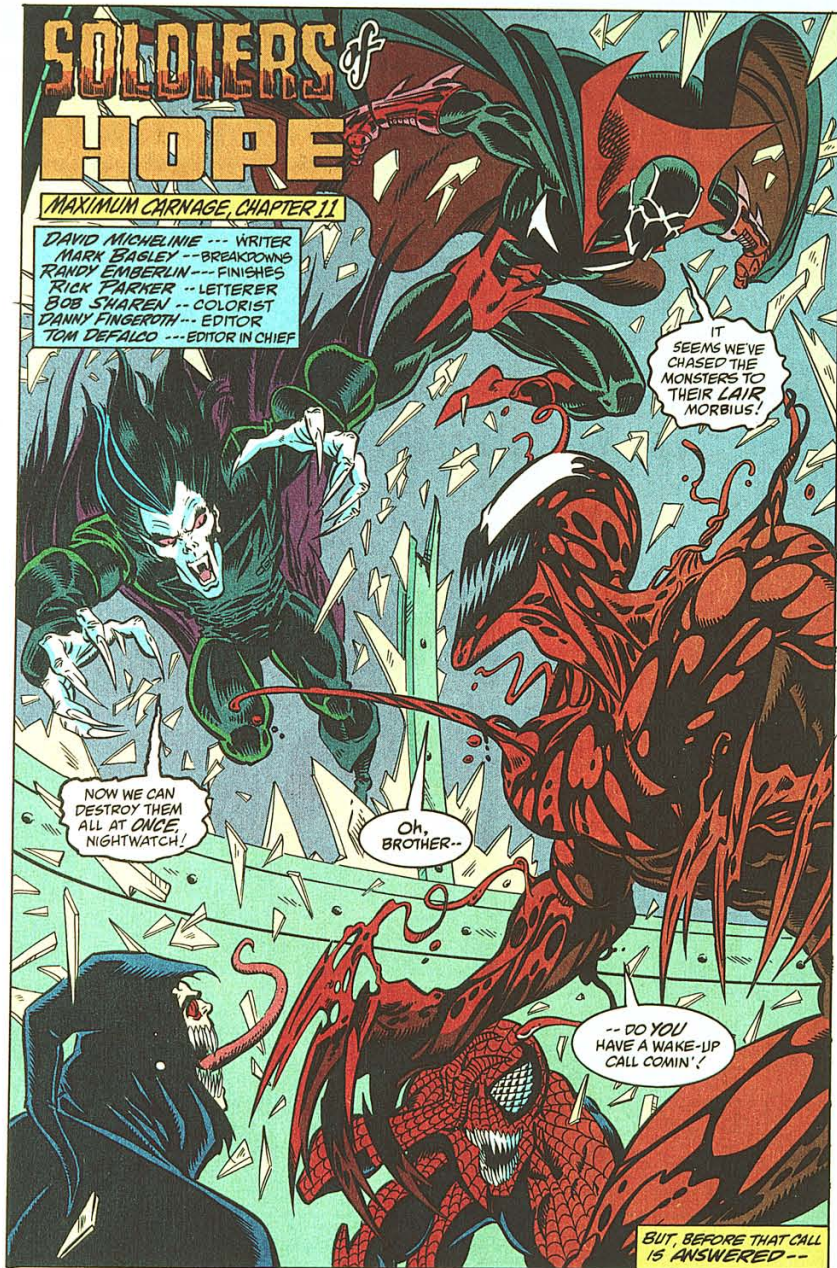
BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: THE AMAZING SPIDER-MAN®



THE AMAZING SPIDER-MAN® Vol. 1, No. 380, August, 1993. (ISSN #0274-5232) Published by MARVEL COMICS, Terry Stewart, President, Stan Lee, Publisher, Michael Hobson, Group Vice President, Publishing, OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. SECOND CLASS POSTAGE PAID AT NEW YORK, NY AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1993 Marvel Entertainment Group, Inc. All rights reserved. Price \$1.25 per copy in the U.S. and \$1.60 in Canada. Subscription rate for 12 issues: \$15.00 U.S. Canadian subscribers must add \$8.00 for postage and GST. GST #R127032852. Foreign: \$27.00. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, nor in a mutilated condition. THE AMAZING SPIDER-MAN (including all prominent characters featured in the issue and the distinctive likenesses thereof) is a trademark of MARVEL ENTERTAINMENT GROUP, INC. POSTMASTER: SEND ADDRESS CHANGES TO: THE AMAZING SPIDER-MAN, c/o MARVEL COMICS, 9TH FLOOR, 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. Printed in the U.S.A.

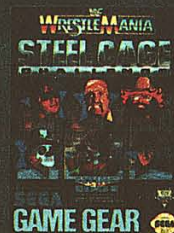
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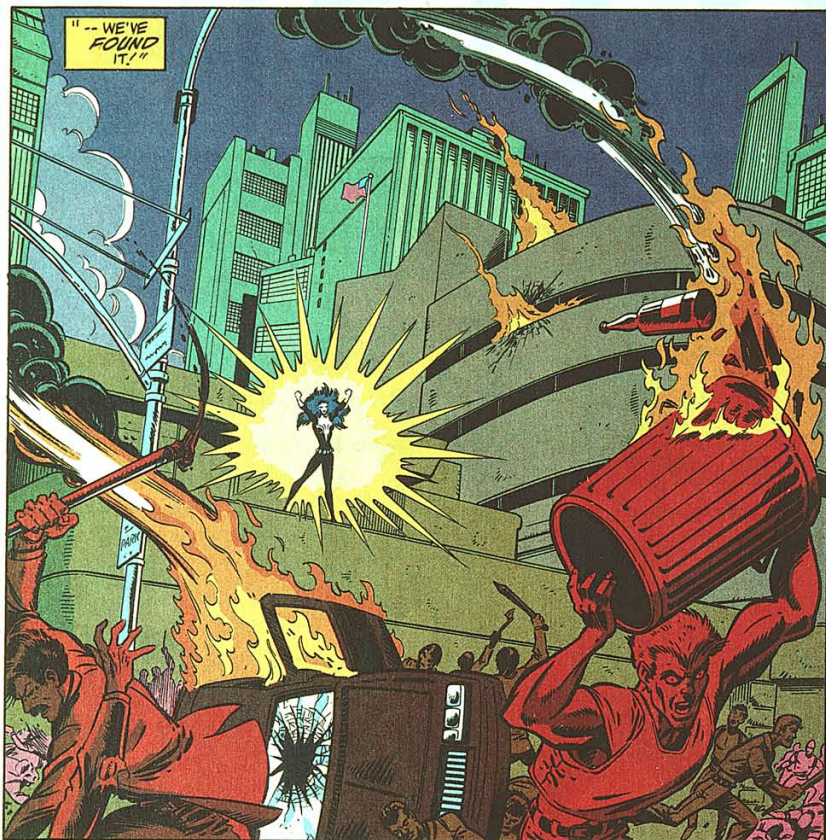
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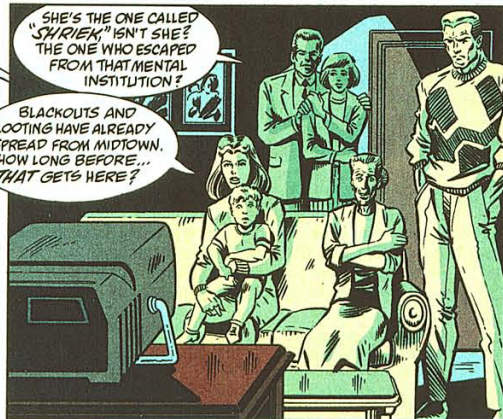
THE OSBORN APARTMENT, SoHo.



GOOD LORD!

SHE'S THE ONE CALLED "SHRIEK" ISN'T SHE? THE ONE WHO ESCAPED FROM THAT MENTAL INSTITUTION?

BLACKOUTS AND LOOTING HAVE ALREADY SPREAD FROM MIDTOWN. HOW LONG BEFORE... THAT GETS HERE?



PLASM

SPECIAL ANNOUNCEMENT! PLASM™ SECOND EDITION COMICCOLLECTOR ALBUM OFFER

The Premier Edition PLASM Zero Issue™ ComiCollector Album was originally offered as a limited edition companion to the revolutionary Zero Issue card set marketed and distributed by The River Group. An avalanche of demand by retailers and collectors created an immediate and unprecedented sellout.

Jim Shooter, the ultimate storyteller, has a simple goal: to have his products read and enjoyed by his fans. And he was concerned that the thunderous response to the original Premier Edition Album offer would leave a lot of those fans shut out. So, Jim and The River Group are ready to meet the demand by producing the Second Edition PLASM ComiCollector Album!

With this limited time offer, collectors can get their hands on the Second Edition PLASM Album — featuring all of the same elements as the Premier Edition Album, but with the plastic front cover of the album and the cover of the comic book marked "Second Edition." The album includes:

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- New, exclusive Second Edition Zero Issue cover art created by David Lapham.
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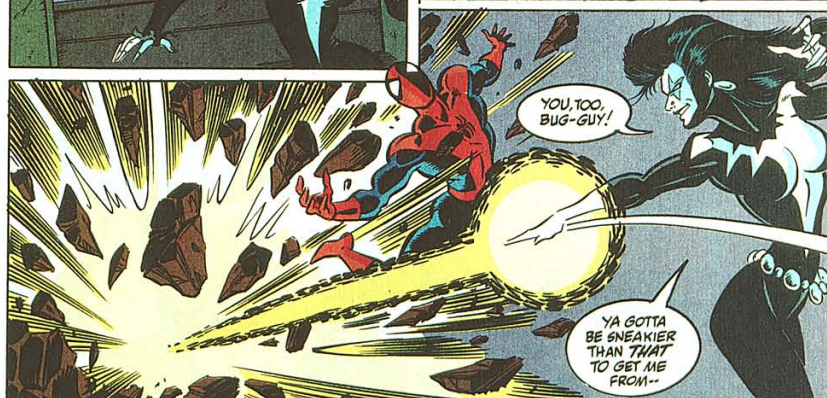
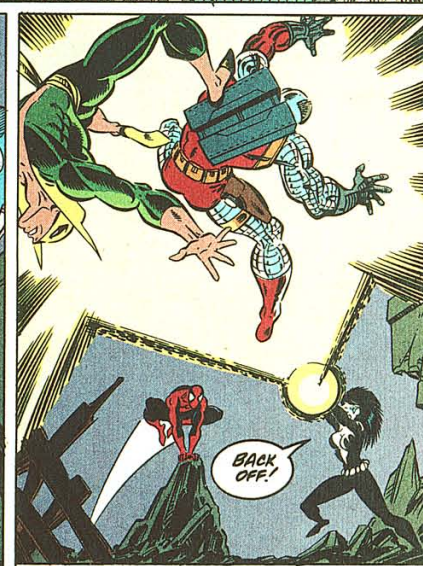
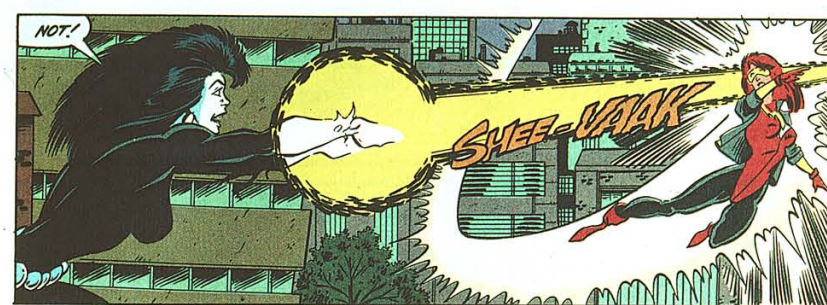
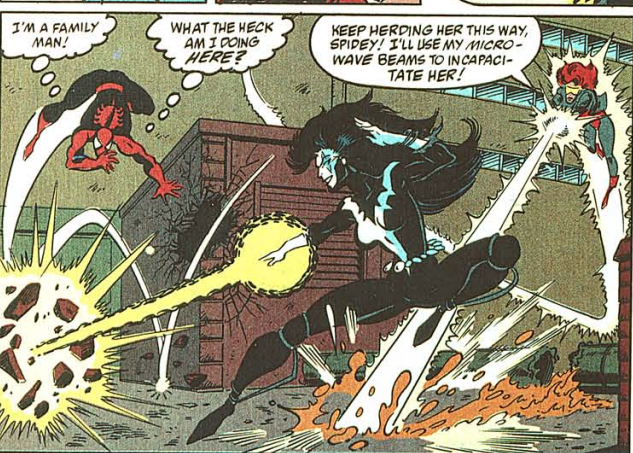
The Second Edition PLASM ComiCollector Album will be available at local retailers and via mail. To get yours, see your dealer or send a check or money order for \$19.95 (U.S. funds only) payable to The River Group.

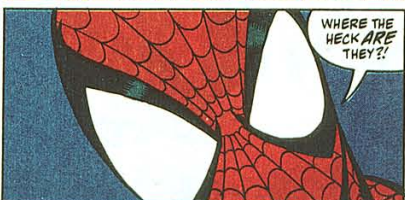
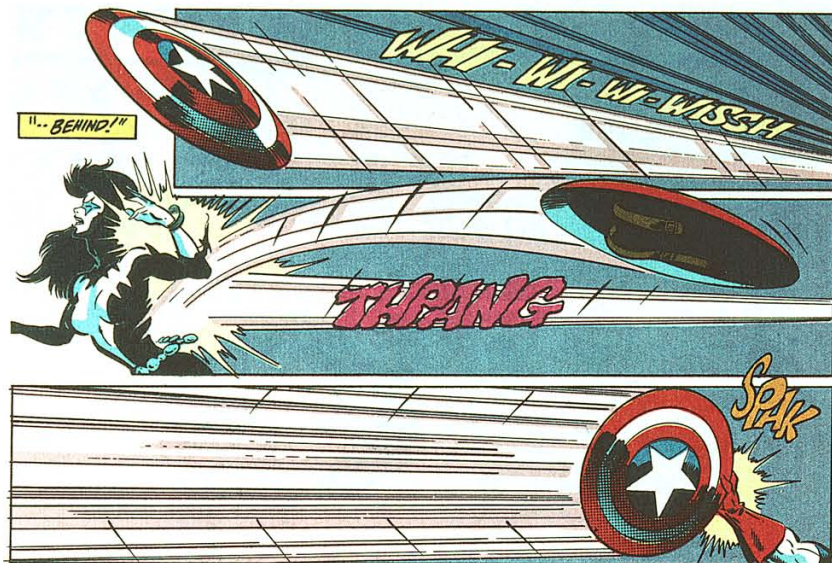
Mail to:

PLASM Second Edition ComiCollector
P.O. Box 563, West Haven, CT 06516

Offer good in the U.S. and Canada only while supply lasts (direct mail orders are limited).
Limit one album per person. Allow 4 to 6 weeks for delivery.







10

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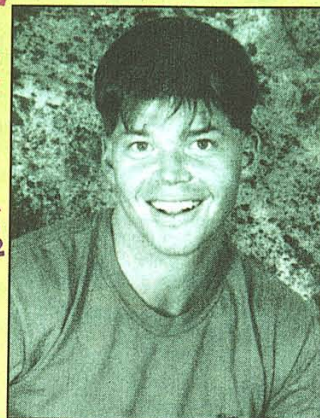
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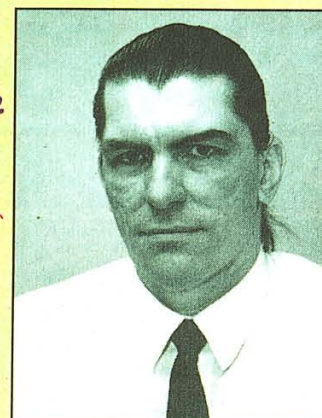
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APPEARING IN PERSON!!!



ROB LIEFELD
& EXTREME STUDIOS
JUNE 25TH



JIM SHOOTER
FOUNDER OF DEFIANT
JUNE 26TH

Grand Opening

Anaheim, California • Mile High Comics Mega-Store #2!

To celebrate the Grand Opening Weekend of the fantastic new Mile High Comics MEGA-STORE, **Rob Liefeld** and the dynamic creators from **Extreme Studios** will be signing autographs. The store will open at 2:00 p.m. June 25th, and the signing is planned for 5:00-8:00 p.m. Come early as we may have to limit participation!

Continuing our Grand Opening, **Jim Shooter** will sign autographs and show off material from his new company, **DEFIANT**, on Saturday, June 26th from 12:00-5:00 p.m. He will then return to teach a seminar from 7:00-10:00 p.m. on **how to create comic books**. Because of Jim Shooter's unparalleled record of success in creating great comics, we anticipate having to limit participation in this class. Registration will begin at 9:00 a.m., June 26th. Register early or risk missing out on a master of the craft of creating comics revealing the skills that made him great!

So come on by and visit our stunning new 8,400 square foot store, only seven blocks east of Disneyland in Anaheim, CA. It's a wonderful store for collectors of all ages with a huge selection of comics, graphic novels, T-shirts, toys, games, cards and much, much more. Visit us during the Grand Opening parties, get rare autographs and free refreshments, and browse our incredible selection of collectibles.

Mile High Comics Mega-Store #2!

509 East Katella Ave., Anaheim, California
(Just east of the intersection of Interstate 5 and Katella)

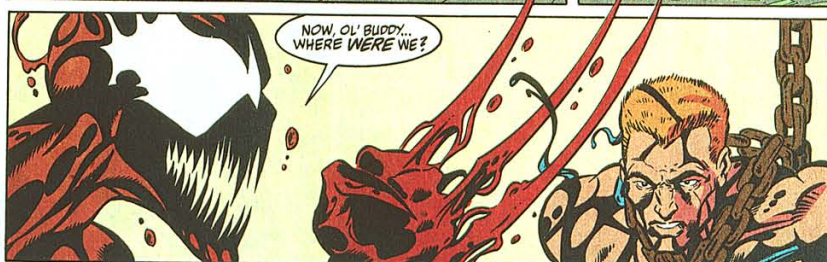
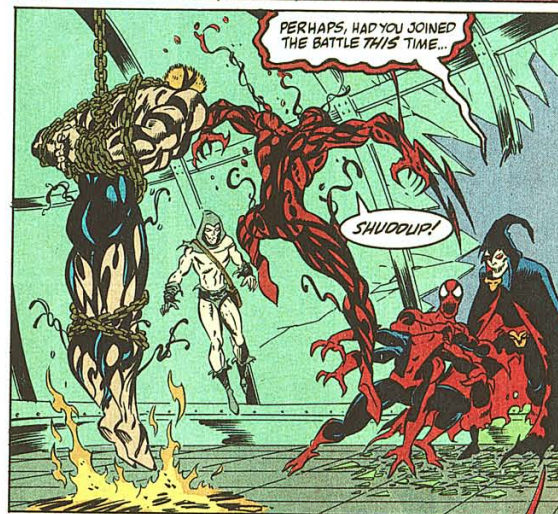
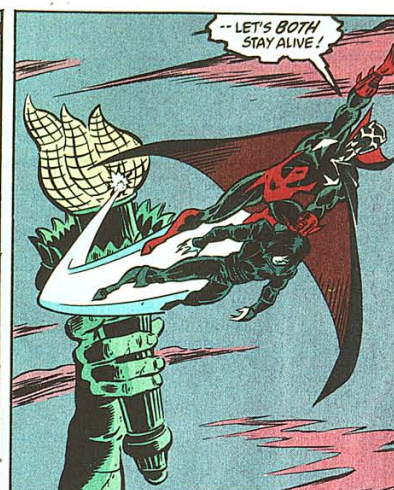
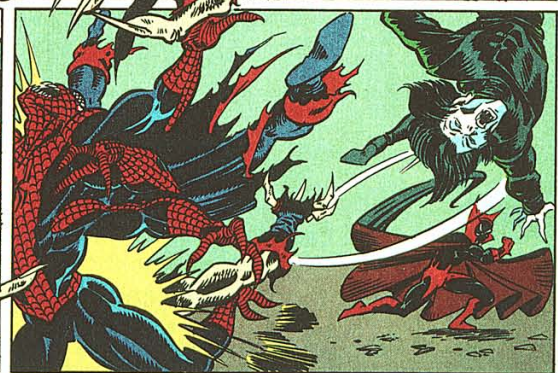
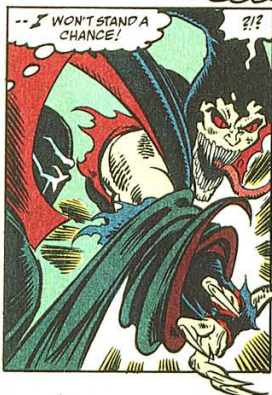
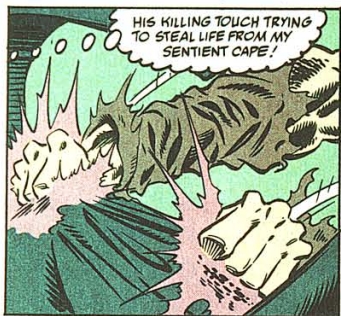
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America's Largest Comics Dealer

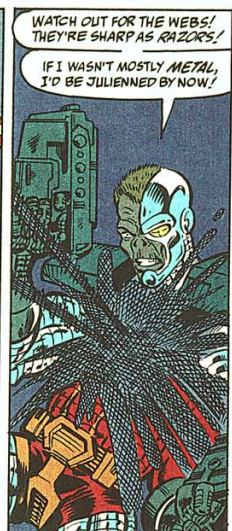


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Your Comic Books Are Dying

The materials you're using to store your comic books may actually be ruining them!

Recent Laboratory tests show that many products claiming to be similar to Mylar® and "archival safe" (especially those new to the market) ARE NOT!!

Beware of ads that depict polypropylene bags as being archivally sound. IT'S A LIE!

The Library of Congress and the National Archives state that only Mylar® D is suitable for archival protection. If they will not store their valuable documents in sleeves made of other materials why should you?

ONLY Place your comic books into protective sleeves made entirely from Mylar® D

Beware of backing boards and boxes using the description, "acid-free-at-time-of-manufacture", or "lab tested to be acid free".

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WHO?

It's called the Mighty Marvel Fan Phone. Here's how it works. Just call 516-352-1212 once a week. When you do, you'll get inside information on what's happening inside Marvel. One week, **Fabian Nicleza** talked about the job of editing **WONDER MAN**. Another week, editor **Hildy Mesnik** described **MIDNIGHT SON UNLIMITED #2**. The Fan Phone's only the cost of a regular call, so the very most you'll pay is thirty-five cents.

Seeeeeeeeeee ya,

Jim Krueger

Spidey assoc-ed **Eric Fein**, who will handle WEB, as well as some limited series and trade paperbacks.

After the dust had settled, Terry's old books were distributed among the other editors: **Mike Rockwitz**, who says that rumbling you hear is probably his stomach, inherited NAMOR, and MARVEL COMICS PRESENTS shifted into the office of CONAN editor **Richard Ashford**, who noted he may change the name of the mag to "Marvel Conan Presents!" Richard hired **Mike Kraiger**, formerly of our peerless Production Department, to assist him in his new editorial endeavors. EXCALIBUR joined the avalanche of mutant books from the office of **Bob Harris**, and will be edited

HEAD #8 OF 12: DH's life story

- continues! See him when he was just a little skull!
- **THE INFINITY CRUSADE #3 OF 6:** Who is Warlock's new ally? Could it be maybe ... Mephisto?
- **MARVEL COMICS PRESENTS #135:** Wolverine! Iron Fist! Daredevil! Ghost Rider!
- **MARVEL SPOTLIGHT JULY 1993:** It's FREE! So let's not hear any complaints!
- **MARVEL'S SWIMSUIT SPECIAL 1993:** The greatest artists! The hottest heroes and heroines! The tiniest bikinis!
- **METEOR MAN #1 OF 6:** Beyond the movie and soaring into the

COUNTED BY BILLY BOBB

by associate editor Suzanne Gaffney.

Chris Cooper, who says San Andreas is not his fault, did a rockslide sideways to once again join in Group Editor **Bobbie Chase's** Midnight Sons group. Chris will be editing NIGHTSTALKERS and limited series featuring **BLADE** and **BLAZE**. **Sarra Moskoff**, who once attended a double feature of *Star Trek* and *Twilight* (the latter entitled "Shake and Bake"), was promoted to Associate Editor of Special Projects (taking over Chris's old slot), where she will also oversee the lunar antics of **MOON KNIGHT**. Sarra inherited Chris's old assistant, **Karl Bollers**, who replaced **Glenn Greenberg** as Submissions Editor. Karl has but one job: to send in send in send in addressed, stamped envelopes with those submissions, duh-leaze!

Hildy **Mesnik**, who could sleep through an earthquake — as long as it was a very quiet one — gave up the MIDNIGHT SONS books, but kept the twin **BARBIE** titles and will launch a couple of top secret projects we can't talk about yet. **Hildy** has a new assistant, **Steve Saffel**'s former **MARVEL AGENT** **LA Pelosi**, who wishes her whole life could be in **Sensurround**. **Hildy**'s former assistant, "Professor" **James Felder**, who can shake any man all night long with his bagpipes, died a la **Lenny**. **Hildy** will be in **Chase**'s office to become her new assistant about which he notes, "It was cool until **Bobbie** asked me to put the purple pants and green makeupo, ppl!"

Bobbie's former assistant editor, **Matt Morra**, who can ride a seismic wave, fills Sara Mossoff's old slot in **Joey Cavalieri's** office, to help launch the all-new X-MEN 2099 book. Meanwhile, over in Epic-land, **Marc McLaurin**, who is setting off a few tremors with the new Clive Barker RAZORLINE universe, hired a new assistant, **Spencer Lamm**, who feels that people who live in glass houses shouldn't look back the house. Marc's old assistant, **Tony D'Amico**, is taking California with someday slide into the ocean. The surf right back out again — was promoted to Epic associate editor, where he will handle TROUBLE WITH GIRLS, HEAVY HITTERS ANNUAL, and HELLAISER specials.

That's all the earth-shaking news for this week. But we'll be sure and keep you posted if any new ground-breaking developments come up! Till next time, remember, the safest place during an earthquake is in a doorway — in Cleveland!

- HEAD #8 OF 12:** DH's life story continues! See him when he was just a little skul!
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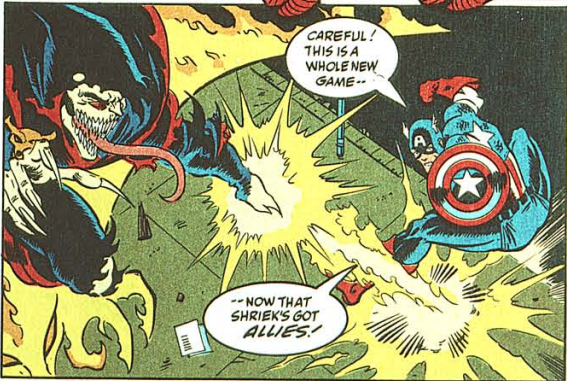
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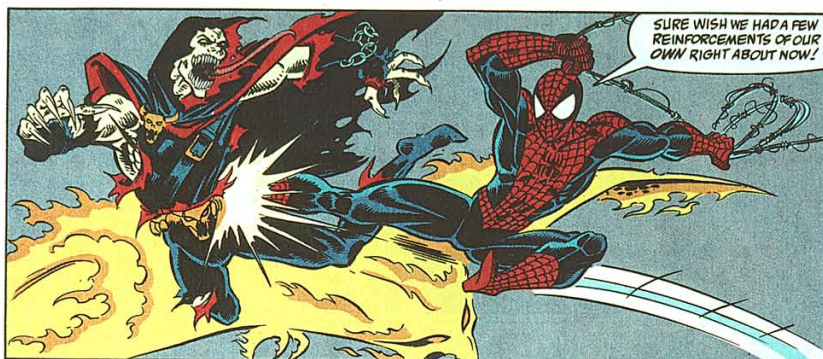
stratosphere!
NEW WARRIORS #38: Night Thrasher to the rescue!
PUNISHER 2099 #7: Jake's psychiatrist wants some private sessions!
PUNISHER WAR ZONE ANNUAL #1: Introducing Phalanx — not to be confused with "pharynx," the cavity that connects the mouth and the nasal passages with the esophagus!
SABRETOOTH #1 OF 4: Wolverine confronts the guy who could've been his daddy!
SPECTACULAR SPIDER-MAN #203: Spidey's team vs. Carnage's crew ... with Venom on the sidelines!

LINE PLATTER FRAMES

- **WILLIAM SHATNER'S TEKWorld #12:** Not to be confused with Leonard Nimoy's *Spockworld!* Featuring Warblade!
- **JOE KUBERT'S TOR #3 OF 4:** Battle with the Lizard King! (No, it's not Jim Morrison!)
- **U.S.AGENT #3 OF 4:** Captured and drugged by Scourge!
- **X-FORCE #22:** Sam makes a deal to get his hand off costs him 20 bucks a month, and that's without a movie channel!
- **X-MEN SURVIVAL GUIDE TO THE MANSION:** 48 pages, spiral bound — a facsimile of the X-Men's very own operation manual!

LOS ANGELES







SO IF YOU WANT THEM, YOU PSYCHO-CHICKEN, YOU'LL HAVE TO COME THROUGH US!

LOOK! THEY DID IT!

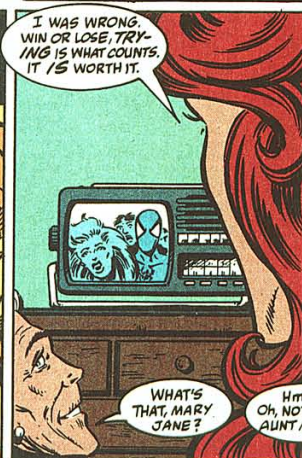


JUST BY BEING THERE, THOSE HEROES TURNED THE TIDE! BY LAYING THEMSELVES ON THE LINE--

-- THEY SAVED THE CITY FROM ITS OWN MADNESS!



THEY MAY HAVE SAVED US ALL!



I WAS WRONG. WIN OR LOSE, TRYING IS WHAT COUNTS. IT'S WORTH IT.

WHAT'S THAT, MARY JANE?

Hmm? Oh, nothing, Aunt May.



UH-UH! THIS WON'T DO AT ALL!

IF YOU THINK YOU'RE DEALIN' WITH SOME FREAKED-OUT BIMBO HERE, YOU'RE WRONG!

DEAD WRONG!



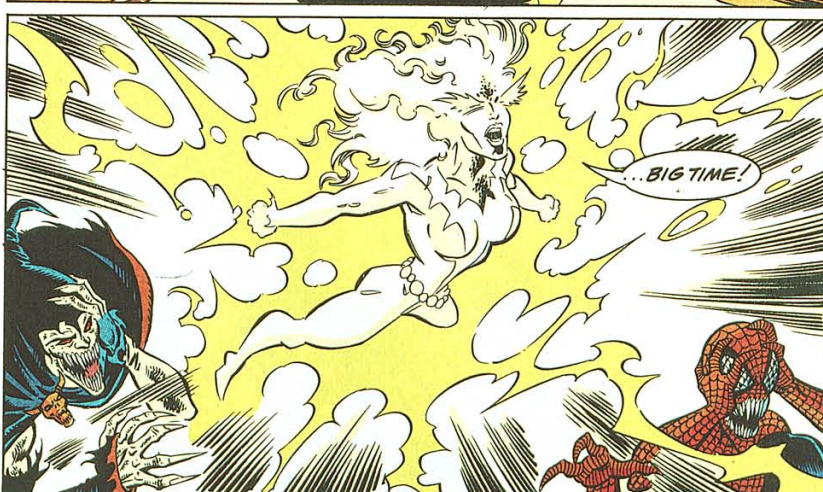
I'VE BEEN PSYCHICALLY "TRANSMITTING" RAGE AND HATRED, BRINGING OUT THE BASER INSTINCTS IN THE PEOPLE AROUND ME!

YOU MIGHT SAY IT COMES NATURALLY-- I DON'T EVEN HAVE TO THINK ABOUT IT!



BUT WHEN I DO, WHEN I MAKE A CONSCIOUS EFFORT TO TOUCH OTHERS' MINDS--

-- YOU'D BETTER BELIEVE I CAN CRANK IT UP...



...BIG TIME!



30

THE SPIDER'S WEB

% MARVEL COMICS GROUP
387 Park Avenue South
New York, New York 10016

DANNY FINGEROTH
EDITOR
MIKE LACKEY
ASSISTANT EDITOR

Attention correspondents: All letters considered for publication must include your name and address, though we will withhold that information upon request.

Dear Webbers,

I just read the AMAZING SPIDER-MAN #371 and I just had to write. I mean, the new Black Cat is simply remarkable. Her new costume is absolutely scintillating. And her powers... WOW! Please tell me she will never go bad. I would really hate to see her go back to her old ways when her powers could really make some heads roll. Maybe even a series of her own in the future?

I like her, I like her, I like her. You see, I haven't really seen her in action all that much since I was introduced to the Marvel Universe a year ago. But seeing her now really heats up the place. She is decidedly one of the fairest super heroes I have ever seen and her new powers make her a formidable enemy for evil-doers. I really hope she makes it this time.

And I would personally like to commend Mr. Bagley for a truly outstanding sketch of this most beautiful heroine. You have got an amazing touch of artistic genius, sir. I hope you continue the great work, and I even extend my hope that you go back to the NEW WARRIORS.

So until Spidey falls back in love with the Black Cat, Make Mine Marvel! (I hope you don't think I'd ever want anything to happen between Felicia and Peter except official super hero business.)

Mel Atendido
57 Lorraine Street
Parkway Village
Quezon City, Philippines 1001

Hmm. A BLACK CAT series? Funny you should mention that, because some time in 1994, a red-hot four issue BLACK CAT Limited Series will be burning up the comic store racks across the country. Meanwhile, don't miss Felicia's pivotal role in the last climactic chapter of "Maximum Carnage!"

Dear Marveldom,

In reference to AMAZING SPIDER-MAN #371: WOW! The Black Cat has never looked this "amazing." Don't get me wrong, though. Peter and Mary Jane are meant for each other, now and always. But anyway, Felicia is impressive. I think subplots will definitely abound with this "new" Black Cat.

I confess, Mr. Bagley didn't impress me at first. But in the last couple of issues he seems to be finding his groove. Good work, guys.

Warren G
New Brunswick, NJ

Warren and Mel, Peter and Mary Jane would really appreciate your encouraging words concerning their relationship. However, not everyone agrees with you...

Dear Web-Heads,

I think it's time for a change. Out with the old and in with the new. I'm tired of Mary Jane! I would (and I'm sure others would) like to see the Black Cat and Spider-Man reunited. The Black Cat is back and as bad as ever! My appreciation goes out to the artist who designed her new outfit. Sure, Mary Jane had her time in the spotlight, but she's stale. What do you loyal Spidey fans think?

John Tusset
1649 Myrtle
Madison Heights, MI 48071

Actually, Spidey penciler supreme, Mark Bagley, re-defined the Cat's costume, John! As for this Mary Jane thing...

Dear Editors,

Congratulations! This mag is getting better every month. Michelinie is a great writer, along the ranks of Claremont, Byrne, Wolfman, and maybe "the Man" Lee. The stories are serious and funny at the same time, but there is one thing I don't like. Mary Jane smoking?! Please, she's a strong girl and she doesn't need the cigarettes. There are many people out there with much greater problems than hers, and they don't resort to smoking!

The work of Mark Bagley is terrific! When I first saw his rendition of Spider-Man during the Lobo Brothers storyline, I really didn't like it. Then I saw AMAZING #351 and I thought, "Hey, this guy's not bad." Now, after seeing AMAZING #371, the only thing I can say is "WOW!" This is one of the greatest pencils since John Romita Sr. and Randy Emberlin is very good too. This issue is one of the best I've ever seen!

I must say goodbye (for the moment), so until Peter Parker defeats the Celestials, Make Mine Marvel!

Jose Luis Manzur Cepeda
Plaza Guardiola #38
Col. Ortiz Tirado, Del. Izapalapa
Mexico D.F. 09020

Don't worry about MJ's smoking too much, Jose, because when you see its sensational wrap-up, you'll flip your wig! As for the awesome art of Mr. Bagley and Mr. Emberlin, you ain't seen nothin' yet!

Dear crew,

Issue #371 was about the best I've read since issue #350. Bagley's pencils and Emberlin's inks were great! I really enjoyed this mag because Felicia Hardy returned in full force as the Black Cat! Her appearance is great, but lose the fur! It's the '90s, not the '70s. Besides, it just doesn't suit her character.

Another thing, stop Mary Jane from smoking! Enough people do it in the real world, so why should she? She's a soap opera star and she needs to take care of her body.

I also have enjoyed the back-up stories you have been including in these past issues too. Keep up the good work, and until Spidey runs out of foes to fight, Make Mine Marvel!

B.J. Austin
(address withheld by request)

We ran those cool back-up mini features to help our art team with those awful bi-weekly deadlines. And if super-villains are to your liking, guess you'll be with us a long time, B.J., because Spider-Man has more foes than any hard-working hero deserves. In fact, you'll be able to catch a whole bunch of them in this summer's LETHAL FOES OF SPIDER-MAN!

Dear Marvel,

I just read ASM #371, and I have to say that you have outdone yourselves this time! The storyline is great and Mark Bagley's artwork was stunning! Mark really captures Spidey's appearance and I would like to give him my regards.

The comic was awesome, but I have a few things to ask:

1) The Black Cat seemed to be obsessed with helping out Spider-Man/Peter Parker. It was like she was trying to prove something. In the last, the Black Cat went to the Tinkerer to get her latest gear, but didn't she quit being the Cat? Am I sensing a negative vibe here?

2) What's wrong with Mary Jane? This isn't the woman who married Peter (last I remembered). What is with this smoking habit of hers? This just isn't the strong, outgoing redhead I remember, and I think Peter agrees.

3) Who is this Spencer Smythe guy anyway? Does he have anything to do with that guy in the wheelchair at the end of #368?

4) And are Mary and Richard Parker really Peter's parents? At first I thought so, but now I just don't have the damndest clue! Please let me know!

Well, I guess that's the end of my letter. I can't wait till next issue!

Zachary Folkes
44 Eldert Street
Brooklyn, NY 11207

1) Felicia never quit being the Cat, Zach. She just put that part of her life on the back-burner for a while. If there's one thing the Black Cat is obsessed with it's fun. And can you think of anything more fun than hanging out with our wondrous web-head?

2) Don't worry, all is to be revealed--soon!

3) You should know that one by now.

4) See answer to question #2.

NEXT ISSUE: Who's big, green, and going nuts through Manhattan? The Incredible Hulk, that's who! And just wait till you see why he's slugging it out with Spidey. (Plus...important developments in the lives of Mary and Richard Parker!)



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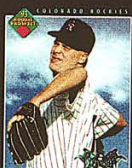
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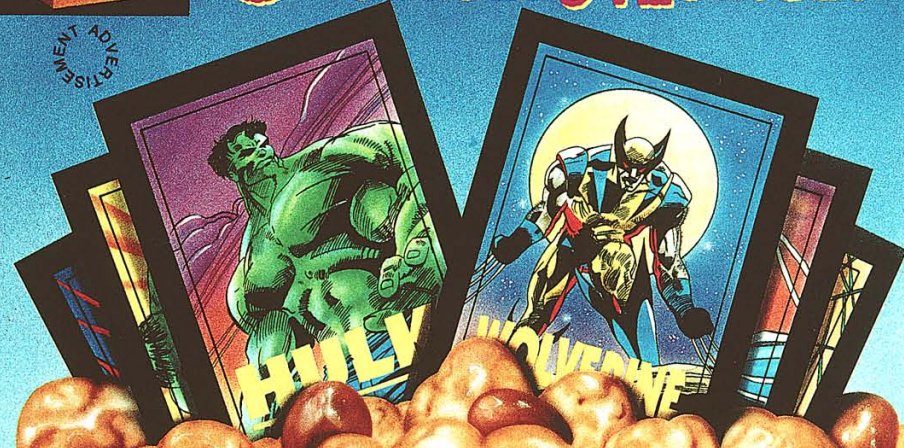
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